

MORRISON & FOERSTER LLP

1290 Avenue of the Americas

New York, New York 10104

Telephone: (212) 468 8000

Facsimile: (212) 468 7900

Gary S. Lee

Anthony Princi

Darryl Rains

Jamie A. Levitt

*Counsel for the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>)	Chapter 11
)	
Debtors.)	Jointly Administered
)	

**DEBTORS' SECOND AMENDED FACT WITNESS DISCLOSURES PURSUANT TO
RULE 26
OF THE FEDERAL RULES OF CIVIL PROCEDURE**

Pursuant to Rule 26(a)(3)(i) of the Federal Rules of Civil Procedure, as incorporated by Rule 7026 of the Federal Rules of Bankruptcy Procedure, Residential Capital, LLC, and each of its debtor affiliates (collectively, the "Debtors"), by its attorneys, hereby makes the following amended fact witness disclosure.

The Debtors may call the following individuals as fact witnesses to testify at trial or any hearing concerning the *Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements* [ECF Doc. # 320] and the *Debtors' Supplemental Motion*

Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements [ECF Doc. # 1176]:

1. Jeff Cancelliere
Mortgage Risk Officer
c/o Jamie Levitt
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8203

Cancelliere has knowledge of the facts, events and circumstances regarding the Debtors' assessment of the RMBS Trust Settlement.

2. Tammy Hamzehpour
General Counsel
c/o Jamie Levitt
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8203

Hamzehpour has knowledge of the facts, events and circumstances regarding the negotiation and approval of the RMBS Trust Settlement.

3. John Mack
Independent Board Member
c/o Jamie Levitt
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8203

Mack has knowledge of the facts, events and circumstances regarding the approval of the RMBS Trust Settlement by the Debtors' Board of Directors.

4. Tom Marano
Chief Executive Officer
c/o Jamie Levitt
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8203

Marano has knowledge of the facts, events and circumstances regarding the approval of the RMBS Trust Settlement by the Debtors' Board of Directors.

5. Mark Renzi
Managing Director, FTI Consulting, Inc.
c/o Jamie Levitt
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8203

Renzi has knowledge of the facts, events and circumstances regarding the assessment and negotiation of the RMBS Trust Settlement by the Debtors' Board of Directors.

6. John Ruckdaschel
Associate General Counsel
c/o Jamie Levitt
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8203

Ruckdaschel has knowledge of the facts, events and circumstances regarding the Debtors' securitization business and regarding the negotiation of the RMBS Trust Settlement.

7. Tim Devine
Chief Counsel – Litigation, Ally Financial Inc.
c/o Patrick Bryan
Kirkland & Ellis LLP
655 Fifteenth Street, N.W.
Washington DC 20005
(202) 879-5000

Devine has knowledge of the facts, events and circumstances regarding the negotiation and approval of the RMBS Trust Settlement.

Rebuttal Witnesses

1. Pamela West
Independent Board Member
c/o Jamie Levitt
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8203

West has knowledge of the facts, events and circumstances regarding the approval of the RMBS Trust Settlement by the Debtors' Board of Directors.

2. James Whitlinger
Chief Financial Officer
c/o Jamie Levitt
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104-0050
(212) 468-8203

Whitlinger has knowledge of the facts, events and circumstances regarding the approval of the RMBS Trust Settlement by the Debtors' Board of Directors.

Dated: New York, NY
February 13, 2013

Respectfully submitted,

/s/ Gary S. Lee
Gary S. Lee
Anthony Princi
Darryl Rains
Jamie A. Levitt

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